

JUL 12 '12 -2 47 PM

SURFACE TRANSPORTATION BOARD

## FIRST UNION RAIL

One O'hare Centre  
6250 River Road, Suite 5000  
Rosemont, IL 60018-4214

Tel 847.318.7575  
Fax 847.318.7588  
www.firstunionrail.com

VIA UPS 2<sup>nd</sup> DAY AIR

July 10, 2012

Chief Section of Administration  
Office of Proceedings  
Surface Transportation Board  
395 E Street, S.W., Suite 100  
Washington, DC 20423-0001

**Re: Memorandum of Lease Agreement**

Dear Section Chief:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals and one (1) copy of a Memorandum of Lease Agreement dated June 21, 2012, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement which was duly filed with the Surface Transportation Board under Recordation Number 22581.

The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation  
One O'Hare Centre  
6250 River Road, Suite 5000  
Rosemont, IL 60018

Lessee: Cascade and Columbia River Railroad Co.  
7411 Fullerton Street  
Suite 300  
Jacksonville, FL 32256

A description of the railroad equipment covered by the enclosed document is for twenty-eight (28) gondola cars; having NOKL marks (see Exhibit A for car numbers).

A short summary of the document to appear in the index follows: Memorandum of Lease

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5397.  
Thank you for your cooperation in this matter.

Sincerely,



Marcia Dunne  
Senior Rail Documentation Specialist

Enclosures

ASSGN. NO.: CSCD191

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## MEMORANDUM OF LEASE

21<sup>st</sup> THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 21<sup>st</sup> day of June, 2012 by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Cascade and Columbia River Railroad Co. ("Lessee"), a Delaware corporation.

## WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of June 15, 1997, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 184 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of November 1, 2011, and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

By: Richard F. SeymourName: RICHARD E. SEYMOUR  
VICE PRESIDENT SALES & MARKETING

Title: \_\_\_\_\_

ATTEST:

By: Susan GrokulskaName: SUSAN GROKULSKY  
ASSISTANT DIRECTORTitle: OF DOCUMENTATIONExecuted on this 21<sup>st</sup> day of June, 2012.

[CORPORATE SEAL]

STATE OF IllinoisCOUNTY OF Cook

I, Janice L. Enolva, a Notary Public of the County and State aforesaid, certify that Richard F. Seymour personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

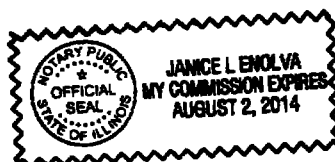
WITNESS my hand and official stamp or seal, this 21<sup>st</sup> day of June, 2012.

Janice L. Enolva  
Notary Public

My Commission Expires:

8-2-2014

(Notary Public)



LESSEE:

CASCADE AND COLUMBIA RIVER RAILROAD CO.

ATTEST:

By: \_\_\_\_\_

Name: James Shefelbine

Title: Vice President

By: Kathy Harayda

Name: Kathy Harayda

Title: S. Ited Manager Analysis

Executed on this 15<sup>th</sup> day of June, 2012.

[CORPORATE SEAL]

STATE OF Florida

COUNTY OF Duval

I, Bonnie D. Hatfield, a Notary Public of the County and State aforesaid, certify that James Shefelbine personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 15<sup>th</sup> day of June, 2012.

Bonnie D. Hatfield  
Notary Public

Commission Expires:

10-30-2012

(Notary Public)



**EXHIBIT A**  
**to**  
**MEMORANDUM OF LEASE**

NUMBER OF CARS: Twenty-eight (28)

DESCRIPTION OF CARS: Gondola cars

CAR NUMBERS:

NOKL 320602  
NOKL 320609  
NOKL 320613  
NOKL 320616  
NOKL 320624  
NOKL 320626  
NOKL 320630  
NOKL 320632  
NOKL 320633  
NOKL 320635  
NOKL 320636  
NOKL 320642  
NOKL 320643  
NOKL 320646  
NOKL 320651  
NOKL 320653  
NOKL 320656  
NOKL 320658  
NOKL 320664  
NOKL 320672  
NOKL 320683  
NOKL 320685  
NOKL 320688  
NOKL 320691  
NOKL 320692  
NOKL 320693  
NOKL 320695  
NOKL 320696